

Exhibit D

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Title of each class of securities to be registered	Amount to be registered(1)	Proposed maximum offering price per share(2)	Proposed maximum aggregate offering price(2)	Amount of registration fee
Common Stock, par value \$0.001(3)	27,999,991	\$47.11	\$1,319,079,576	\$153,277.05

- (1) Up to 27,999,991 shares of Common Stock, including 12,500,546 shares of Common Stock that may become issuable upon conversion of Series C Preferred Stock, may be sold from time to time pursuant to this registration statement by the selling stockholders. This registration statement shall also cover any additional securities to be offered or issued from stock splits, stock dividends, recapitalizations or similar transactions.
- (2) Estimated solely for purposes of calculating the registration fee pursuant to Rule 457(c) under the Securities Act, based on average of high and low price per share of the Common Stock as reported on the New York Stock Exchange on June 24, 2015.
- (3) Subject to note (1), this registration statement covers an aggregate of up to up to 27,999,991 shares of Common Stock, including 12,500,546 shares of Common Stock that may become issuable upon conversion of Series C Preferred Stock that may be sold from time to time pursuant to this registration statement by the selling stockholders.

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Filed Pursuant to Rule 424(b)(7)
Registration No. 333-202748

PROSPECTUS SUPPLEMENT
(To prospectus dated March 13, 2015)



XPO Logistics, Inc.

Five Greenwich Office Park
Greenwich, Connecticut 06831

27,999,991 Shares of Common Stock Offered by the Selling Stockholders

The selling stockholders identified in this prospectus supplement may offer and sell up to 27,991,991 shares of Common Stock, including 12,500,546 shares of Common Stock that may become issuable upon conversion of Series C Preferred Stock from time to time under this prospectus supplement. We will not receive any of the proceeds from the sale of shares of Common Stock by the selling stockholders. We have paid the fees and expenses incident to the registration of the shares of Common Stock for sale by the selling stockholders. Our registration of the shares of Common Stock covered by this prospectus supplement does not mean that the selling stockholders will offer or sell any of the shares. The selling stockholders may sell the shares covered by this prospectus supplement in a number of different ways and at varying prices. We provide more information about how the selling stockholders may sell the securities in the section titled "Plan of Distribution" beginning on page S-11.

Investing in our securities involves risks. You should read this prospectus supplement, including the [risk factors](#) incorporated herein by reference on page S-5, carefully before you invest.

The shares of Common Stock are listed on the New York Stock Exchange ("[NYSE](#)") under the trading symbol "XPO." Other than for shares of Common Stock, there is no market for the other securities we may offer. On June 25, 2015, the last reported sale price of our Common Stock on NYSE was \$45.97 per share.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus supplement is truthful or complete. Any representation to the contrary is a criminal offense.

The date of this prospectus supplement is June 26, 2015

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ABOUT THIS PROSPECTUS SUPPLEMENT

This document is in two parts. The first part is the prospectus supplement, which describes the specific terms of the shares of common stock the selling stockholders are offering and certain other matters relating to us and our financial condition. The second part, the accompanying prospectus, gives more general information about securities we may offer from time to time, some of which may not apply to the common stock the selling stockholders are offering.

You should read this prospectus supplement and the accompanying prospectus, together with additional information described below under the caption “Where You Can Find More Information.” If the description of the offering varies between this prospectus supplement and the accompanying prospectus, you should rely on the information in this prospectus supplement. You should rely only on the information contained in or incorporated by reference into this prospectus supplement and the accompanying prospectus. Such documents contain important information you should consider when making your investment decision. The selling stockholders are offering to sell and seeking offers to buy shares of Common Stock only in jurisdictions in which offers and sales are permitted.

In this prospectus supplement, unless the context otherwise requires, all references to: (i) the “Company,” “XPO,” “we,” “us” and “our” mean XPO Logistics, Inc., a Delaware corporation, and/or its subsidiaries; (ii) “Common Stock” means shares of common stock of the Company, par value \$0.001 per share; and (iii) “Series C Preferred Stock” means the Series C Convertible Perpetual Preferred Stock of the Company.

This prospectus supplement contains summaries of certain provisions contained in some of the documents described herein. Please refer to the actual documents for complete information. All of the summaries are qualified in their entirety by the actual documents. Copies of the documents referred to herein have been filed or will be filed or incorporated by reference as exhibits to the registration statement of which the prospectus accompanying this prospectus supplement is a part, and you may obtain copies of those documents as described below under “Where You Can Find More Information.”

We have not authorized any person to provide you with any information other than that contained in or incorporated by reference into this prospectus supplement or the accompanying prospectus or that is contained in any free writing prospectus issued by us. We take no responsibility for, and can provide no assurances as to the reliability of, any other information that others may give you. You should assume that the information appearing in this prospectus supplement or in the accompanying prospectus is accurate as of the date on the front cover of those documents only, regardless of the time of delivery of this prospectus supplement or any sale of securities. Our business, financial condition, results of operations and prospects may have changed since that date.

[Table of Contents](#)**SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS**

This prospectus supplement, including the documents we incorporate herein by reference, contains “forward-looking statements” within the meaning of Section 27A of the Securities Act, and Section 21E of the Exchange Act, including the expected impact of the acquisition by XPO of Norbert Dentressangle SA (“ND”) and the related financing, including the expected impact on XPO’s results of operations and EBITDA, and the expected ability to retain acquired companies’ businesses and to grow XPO’s and the acquired companies’ businesses. All statements, other than statements of historical facts, included or incorporated by reference in this prospectus supplement, are forward-looking statements. In some cases, forward-looking statements can be identified by the use of forward-looking terms such as “anticipate,” “estimate,” “believe,” “continue,” “could,” “intend,” “may,” “plan,” “potential,” “predict,” “should,” “will,” “expect,” “objective,” “projection,” “forecast,” “goal,” “guidance,” “outlook,” “effort,” “target” or the negative of these terms or other comparable terms. However, the absence of these words does not mean that the statements are not forward-looking. These statements are based on certain assumptions and analyses made by us in light of our experience and our perception of historical trends, current conditions and expected future developments, as well as other factors we believe are appropriate in the circumstances.

These forward-looking statements are subject to known and unknown risks, uncertainties and assumptions that may cause actual results, levels of activity, performance or achievements to be materially different from any future results, levels of activity, performance or achievements expressed or implied by such forward-looking statements. Factors that might cause or contribute to a material difference include those discussed in XPO’s filings with the SEC and the following: economic conditions generally; competition; XPO’s ability to find suitable acquisition candidates and execute its acquisition strategy; the expected impact of the ND acquisition, including the expected impact on XPO’s results of operations; XPO’s ability to successfully complete the contemplated tender offer and acquisition of ND’s publicly held shares; the ability to successfully integrate and realize anticipated synergies and cost savings with respect to ND and other acquired companies; XPO’s ability to raise debt and equity capital; XPO’s ability to attract and retain key employees to execute its growth strategy, including retention of ND’s management team; litigation, including litigation related to alleged misclassification of independent contractors; the ability to develop and implement a suitable information technology system; the ability to maintain positive relationships with XPO’s, ND’s and other acquired companies’ networks of third-party transportation providers; the ability to retain XPO’s, ND’s and other acquired companies’ largest customers; rail and other network changes; weather and other service disruptions; and governmental regulation. All forward-looking statements made or incorporated by reference in this prospectus supplement are qualified by these cautionary statements and there can be no assurance that the actual results or developments anticipated will be realized or, even if substantially realized, that they will have the expected consequences to, or effects on, XPO or its businesses or operations. Forward-looking statements set forth in this document speak only as of the date hereof, and XPO undertakes no obligation to update forward-looking statements to reflect subsequent events or circumstances, changes in expectations or the occurrence of unanticipated events except to the extent required by law.

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This summary highlights selected information included or incorporated by reference in this prospectus supplement. This summary is not complete and may not contain all of the information that is important to you. You should read the entire prospectus supplement and the accompanying prospectus supplement carefully, including the “Risk Factors” section and the consolidated financial statements and related notes included in this prospectus supplement or incorporated by reference into this prospectus supplement, before making an investment decision.

XPO Logistics, Inc.

XPO Logistics is a top ten global provider of cutting-edge supply chain solutions to the most successful companies in the world. We facilitate these solutions primarily on an outsourced basis, enabling our customers to operate their supply chains more efficiently and at lower cost. Our customers include many of the world’s largest multinational companies, and these companies depend on our global capabilities to manage their transportation and logistics needs.

Our broad and highly integrated service offering includes leadership positions in many of the fastest-growing areas of transportation and logistics and across every major customer sector; consequently, we are not overly reliant on any one industry, country or region. We have successfully grown our business over the past several years using a combination of organic growth and acquisitions and, on a pro forma basis including our June 8, 2015, acquisition of Norbert Dentressangle SA (“ND”) have achieved our 2017 revenue and EBITDA targets two years ahead of schedule.

As of June 23, 2015, our activities consist of two business segments. Our Transportation segment consists of our freight brokerage, intermodal, last mile, expedite and global forwarding businesses. Our Logistics segment consists of our contract logistics businesses, including highly engineered and customized solutions, and high-value-add services for e-commerce fulfillment, warehousing, reverse logistics, factory support, aftermarket support, manufacturing, distribution and packaging, as well as optimization services such as supply chain consulting and production flow management. All of our businesses operate under the single brand of XPO Logistics.

As a third-party, asset-light transportation and logistics provider, we utilize our relationships with subcontracted providers—typically independent contract motor carriers, railroads, charter aircraft owners and contract logistics suppliers—to provide many of the services we arrange for our customers. As of June 23, 2015, XPO serves more than 30,000 customers with a cohesive network of over 52,350 employees and 863 locations in 27 countries.

In September 2011, following the equity investment in the Company led by Jacobs Private Equity, LLC, we put a highly skilled management team in place and began the disciplined execution of our strategy—which is to acquire attractive companies and optimize our operations to drive organic growth—with the goals of significant company-wide growth and value creation.

As the result of the disciplined execution of our strategy, which is still in its early innings, we have achieved significant scale and created opportunities for further growth. As of June 23, 2015, we offer customers a compelling value proposition as:

- The second largest freight brokerage firm in the world based on net revenue, and the second largest in North America according to *Transport Topics*. In Europe, we generate over €1 billion of freight brokerage business annually, and we have the largest owned truck fleet in Europe, which includes dedicated contract carriage and an asset-light palletized network;
- The second largest global provider of contract logistics based on square footage, with one of the largest e-fulfillment platforms in Europe, and approximately 129 million square feet of facility space under operation globally;
- The largest provider of last mile logistics for heavy goods in North America, and a leading last mile logistics provider to the e-commerce industry;
- The largest manager of expedited shipments in North America via ground transportation, air charter and web-based managed transportation services for time-critical and high-value shipments;
- The third largest provider of door-to-door intermodal rail and drayage services in North America, and a leader in cross-border Mexico intermodal, where demand is booming due to the near-shoring of manufacturing; and
- A growing provider of global forwarding and managed transportation.

We believe that our ability to provide customers with integrated, end-to-end supply chain solutions gives us a competitive advantage, as many customers, particularly large companies, increasingly seek to do business with fewer, larger third-party logistics

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providers that offer multiple services. Our services are provided by well-trained employees who understand the importance of giving customers world-class service, and who use our leading-edge, proprietary technology to perform their jobs. We are making one of the industry's largest ongoing investments in technology to ensure that we continue to offer solutions that drive efficiency for customers.

XPO Logistics, Inc. was incorporated in Delaware on May 8, 2000. Our common stock, par value \$0.001 per share, is listed on the New York Stock Exchange under the symbol "XPO." On June 8, 2015, XPO announced that it had consummated the previously announced agreement to purchase all of the shares of Norbert Dentressangle SA held by Mr. Norbert Dentressangle and his family, representing 67% of the company's outstanding shares, at a price of 217.50 euros per share. In accordance with French law, a French subsidiary of XPO has launched an all-cash simplified tender offer to acquire the remaining outstanding shares of Norbert Dentressangle SA at a price of 217.50 euros per share.

Principal Executive Office and European Office

Our principal executive office is located at Five Greenwich Office Park, Greenwich, Connecticut 06831 USA, and our European headquarters is in Lyon, France. The telephone number at our principal office is (855) 976-4636. We maintain a website at www.xpo.com where general information about the Company is available. The contents of our website are not incorporated by reference into this prospectus supplement and our website address is included as an inactive textual reference only. For further information regarding XPO Logistics, including financial information, you should refer to our recent filings with the SEC. See "Where You Can Find More Information."

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RISK FACTORS

An investment in our securities involves risks. Before making an investment decision, you should carefully consider the risks described in our filings with the SEC referred to under the heading “Where You Can Find More Information,” including the risks discussed in the section titled “Risk Factors” incorporated by reference herein from our Annual Report on Form 10-K for the fiscal year ended December 31, 2014, as updated by annual, quarterly and other reports and documents we file with the SEC thereafter.

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USE OF PROCEEDS

The selling stockholders will receive all of the net proceeds from the resale of their shares of Common Stock pursuant to this prospectus supplement. We will not receive any of the proceeds from the sale of shares of Common Stock by the selling stockholders.

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The following is a description of the material terms of the Common Stock, as well as other material terms of our Amended and Restated Certificate of Incorporation, as amended (the “Company Certificate”), and our 2nd Amended and Restated Bylaws (the “Bylaws”). This description is only a summary. You should read it together with the Company Certificate and Bylaws, which are included as exhibits to the registration statement of which the prospectus accompanying this prospectus supplement is part and incorporated by reference herein.

General

We currently have 150,000,000 authorized shares of Common Stock, par value \$0.001 per share, of which 95,271,676 shares were issued and outstanding as of June 3, 2015. As of June 3, 2015, (i) 10,440,714 shares of Common Stock are reserved for issuance in connection with the Series A Preferred Stock, (ii) 12,500,546 shares of Common Stock are reserved for issuance in connection with the Series C Preferred Stock, (iii) 10,486,667 shares of Common Stock are reserved for issuance in connection with Warrants, exercisable at any time until September 2, 2021 at an initial exercise price of \$7.00 per share of Common Stock (subject to customary anti-dilution adjustments), (iv) 3,794,420 shares of Common Stock are reserved for issuance upon exercise of outstanding stock options or settlement of restricted stock units and (iv) 4,384,005 shares of Common Stock are reserved for issuance upon conversion of our 4.50% Convertible Senior Notes due 2017.

Other than as described in this prospectus supplement or the accompanying prospectus, no stockholder has any preemptive right or other similar right to purchase or subscribe for any additional securities issued by the Company, and no stockholder has any right to convert Common Stock into other securities. No shares of Common Stock are subject to redemption or any sinking fund provisions. All the outstanding shares of Common Stock are fully paid and non-assessable. Subject to the rights of the holders of the Preferred Stock, the holders of Common Stock are entitled to dividends when, and if declared by the board of directors (the “Board”) from funds legally available therefor and, upon liquidation, to a pro-rata share in any distribution to stockholders.

Pursuant to Delaware law and the Company Certificate, our Board by resolution may establish one or more series of Preferred Stock and fix the number of shares constituting such series, the designation of such series, the voting powers (if any) of the shares of such series and the preferences and relative, participating, optional or other special rights, if any, and any qualifications, limitations or restrictions thereof, of the shares of such series, such rights and preferences being senior to the rights of holders of Common Stock. Other than the Series A Preferred Stock and the Series C Preferred Stock, no shares of Preferred Stock are currently outstanding.

Voting and Other Rights

Each share of Common Stock entitles the holder thereof to one vote on all matters upon which stockholders are permitted to vote. The Bylaws provide that, except in the case of contested elections, directors will be elected by a majority of votes cast at a meeting of stockholders by the stockholders entitled to vote in the election and, except as otherwise required by law, whenever any corporate action other than the election of directors is to be taken, it shall be authorized by a majority of the votes cast at a meeting of stockholders by the stockholders entitled to vote thereon.

Anti-Takeover Effects of Various Provisions of Delaware Law and the Company Certificate and Bylaws

Provisions of the Delaware General Corporation Law (the “DGCL”) could make it more difficult to acquire us by means of a tender offer, a proxy contest or otherwise, or to remove incumbent officers and directors. These provisions, summarized below, are expected to discourage types of coercive takeover practices and inadequate takeover bids and to encourage persons seeking to acquire control of us to first negotiate with us. We believe that the benefits of increased protection of our potential ability to negotiate with the proponent of an unfriendly or unsolicited proposal to acquire or restructure us outweigh the disadvantages of discouraging takeover or acquisition proposals because, among other things, negotiation of these proposals could result in an improvement of their terms.

Delaware Anti-Takeover Statute. We have elected to be subject to Section 203 of the DGCL, an anti-takeover statute. In general, Section 203 prohibits a publicly-held Delaware corporation from engaging in a “business combination” with an “interested stockholder” for a period of three years following the time the person became an interested stockholder, unless (with certain exceptions) the business combination or the transaction in which the person became an interested stockholder is approved in a prescribed manner. Generally, a “business combination” includes a merger, asset or stock sale, or other transaction resulting in a financial benefit to the interested stockholder. Generally, an “interested stockholder” is a person who, together with affiliates and associates, owns (or within three years prior to the determination of interested stockholder status did own) 15 percent or more of a corporation’s voting stock. The existence of this provision would be expected to have an anti-takeover effect with respect to transactions not approved in advance by the Board, including discouraging attempts that might result in a premium over the market price for the shares of Common Stock.